

August 10, 2004

Mr. Jonathan G. Katz
Secretary
U.S. Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

Re: File No. PCAOB-2004-05, Public Company Accounting Oversight Board; Notice of Filing of Proposed Rule on Auditing Standard No. 3, *Audit Documentation*, and an Amendment to Interim Auditing Standards–AU sec. 543.12, *Part of Audit Performed by Other Independent Auditors* (SEC Release No. 34-50012, July 20, 2004)

Dear Mr. Secretary:

PricewaterhouseCoopers LLP appreciates the opportunity to comment on the Securities and Exchange Commission's (the "Commission") proposed rule on Public Company Accounting Oversight Board Auditing Standard No. 3, *Audit Documentation*, (the "standard") and an Amendment to Interim Auditing Standards–AU sec. 543.12, *Part of Audit Performed by Other Independent Auditors* (the "amendment").

We support the Commission's approval of the standard and the amendment. We believe the changes made in the final standard (e.g., removal of the requirement for the working papers to be shipped to the signing office and removal of the rebuttal presumption) were responsive to the concerns raised by the commenters on the standard.

Sincerely,

PricewaterhouseCoopers LLP